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July 21, 2004

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

RECEIVED

JUL 21 2004

Attn: Erin McGrath, Esq.
Wireless Telecommunications Bureau

Federal Communications Commission
Office of Secretary


Re: *AT&T Wireless PCS, LLC*
Application for Assignment of License and Request for Waiver of
Electronic Filing Requirements

Dear Ms. Dortch:

Attached is an original and four copies of an application on FCC Form 603 seeking Commission consent for the assignment of C-Block PCS license WPOK658 (the "Station") from Triton PCS License Company L.L.C. ("Triton") to AT&T Wireless PCS, LLC ("AWS"). Although the applicants realize that applications of this kind are normally filed electronically via ULS, for the reasons set forth in the attached, the applicants respectfully request a waiver of the FCC's electronic filing requirements in order to file the attached application in paper form. Note that consistent with FCC rules, no application filing fee or separate waiver fee is owed for the instant filing given the wireless radio service involved.

Please contact the undersigned with any questions regarding this filing.

Respectfully submitted,
WILKINSON BARKER KNAUER, LLP



By: Brian W. Higgins

FCC Wireless Telecommunications Bureau
Application for Assignments of Authorization
and Transfers of Control

1) Application Purpose (Select only one) (AA)

AA - Assignment of Authorization TC - Transfer of Control	AM - Amendment WD - Withdrawal	NT - Required Notification (for Consummation of Assignment or Transfer) EX - Request for Extension of Time (to Consummate Assignment or Transfer)
2a) If this request is for an Amendment or Withdrawal, enter the File Number of the pending application currently on file with the FCC.		File Number: <u>50013CWAA04</u>
2b) File numbers of related pending applications currently on file with the FCC: 0001810683, 0001808915, 0001810164		

Type of Transaction

3a) Is this a <i>pro forma</i> assignment of authorization or transfer of control?	(N) Yes No
3b) If the answer to Item 3a is 'yes', is this a notification of a <i>pro forma</i> transaction being filed under the Commission's forbearance procedures for telecommunications licenses?	() Yes No
4) For assignments of authorization only, is this a partition and/or disaggregation?	(N) Yes No
5a) Does this filing request a waiver of the Commission's rules? If 'Yes', attach an exhibit providing rule numbers and explaining circumstances.	(Y) Yes No
5b) If a feeable waiver request is attached, multiply the number of stations (call signs) times the number of the rule sections and enter the results.	
6) Are attachments being filed with this application?	(Y) Yes No
7a) Does the transaction that is the subject of this application also involve transfer or assignment of other wireless licenses held by the assignor/transferor or affiliates of the assignor/transferor (e.g., parents, subsidiaries, or commonly controlled entities) that are not included on this form and for which Commission approval is required?	(Y) Yes No
7b) Does the transaction that is the subject of this application also involve transfer or assignment of non-wireless licenses that are not included on this form and for which Commission approval is required?	(N) Yes No

Transaction Information

8) How will the assignment of authorization or transfer of control be accomplished? Select One: (S)	
<u>Sale</u> or other assignment or transfer of stock	<u>Court Order</u>
Other (voting trust agreement, management contract, etc.): _____	
If required by applicable rule, attach as an exhibit a statement on how control is to be assigned or transferred, along with copies of any pertinent contracts, agreements, instruments, certified copies of Court Orders, etc.	
9) The assignment of authorization or transfer of control of license is: (V) Voluntary Involuntary	

Licensee/Assignor Information

10) FCC Registration Number (FRN): 0003246055			
11) First Name (if individual):	MI:	Last Name:	Suffix:
12) Entity Name (if not an individual): Triton PCS License Company, LLC			
13) Attention To: Daniel Hopkins			
14) P.O. Box:	And /Or	15) Street Address: 1100 Cassatt Road	
16) City: Berwyn	17) State: PA	18) Zip Code: 19312	
19) Telephone Number: 610-651-5900		20) FAX Number:	
21) E-Mail Address: dhopkins@tritonpcs.com			

51) P.O. Box:	And /Or	52) Street Address: 1150 Connecticut Avenue, NW; 4th floor
53) City: Washington	54) State: DC	55) Zip Code: 20036
56) Telephone Number: 202-223-9222	57) FAX Number: 202-223-9095	
58) E-Mail Address: david.jatlow@attws.com		

Name of Assignee/Transferee Contact Representative (If other than Assignee/Transferee)

59) First Name: David	MI: C	Last Name: Jatlow	Suffix:
60) Company Name: AT&T Wireless Services, Inc.			
61) P.O. Box:	And /Or	62) Street Address: 1150 Connecticut Avenue, NW, 4th floor	
63) City: Washington	64) State: DC	65) Zip Code: 20036	
66) Telephone Number: 202-223-9222	67) FAX Number: 202-223-9095		
68) E-Mail Address: david.jatlow@attws.com			

Alien Ownership Questions

69) Is the Assignee or Transferee a foreign government or the representative of any foreign government?	(N) <u>Yes</u> No
70) Is the Assignee or Transferee an alien or the representative of an alien?	(N) <u>Yes</u> No
71) Is the Assignee or Transferee a corporation organized under the laws of any foreign government?	(N) <u>Yes</u> No
72) Is the Assignee or Transferee a corporation of which more than one-fifth of the capital stock is owned of record or voted by aliens or their representatives or by a foreign government or representative thereof or by any corporation organized under the laws of a foreign country?	(N) <u>Yes</u> No
73) Is the Assignee or Transferee directly or indirectly controlled by any other corporation of which more than one-fourth of the capital stock is owned of record or voted by aliens, their representatives, or by a foreign government or representative thereof, or by any corporation organized under the laws of a foreign country? If 'Yes', attach exhibit explaining nature and extent of alien or foreign ownership or control.	(N) <u>Yes</u> No

Basic Qualification Questions

74) Has the Assignee or Transferee or any party to this application had any FCC station authorization, license or construction permit revoked or had any application for an initial, modification or renewal of FCC station authorization, license, construction permit denied by the Commission? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
75) Has the Assignee or Transferee or any party to this application, or any party directly or indirectly controlling the Assignee or Transferee, or any party to this application ever been convicted of a felony by any state or federal court? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
76) Has any court finally adjudged the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee guilty of unlawfully monopolizing or attempting unlawfully to monopolize radio communication, directly or indirectly, through control of manufacture or sale of radio apparatus, exclusive traffic arrangement, or any other means or unfair methods of competition? If 'Yes', attach exhibit explaining circumstances.	(N) <u>Yes</u> No
77) Is the Assignee or Transferee, or any party directly or indirectly controlling the Assignee or Transferee currently a party in any pending matter referred to in the preceding two items? If 'Yes', attach exhibit explaining circumstances.	(Y) <u>Yes</u> No

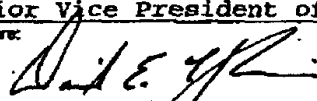
78) Race, Ethnicity, and Gender of Assignee/Transferee (Optional):

Race:	American Indian or Alaska Native:	Asian:	Black or African-American:	Native Hawaiian or Other Pacific Islander:	White:
Ethnicity:	Hispanic or Latino:	Not Hispanic or Latino:			
Gender:	Female:	Male:			

Fee Status

79) Is the applicant exempt from FCC application fees?	ON Yes No
80) Is the applicant exempt from FCC regulatory fees?	ON Yes No

Assignor/Transferor Certification Statements

1) The Assignor or Transferor certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for pro forma assignments and transfers by telecommunications carriers. See Memorandum Opinion and Order, 13 FCC Rod. 6293 (1996).			
2) The Assignor or Transferor certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.			
Typed or Printed Name of Party Authorized to Sign			
81) First Name:	MI:	Last Name:	Suffix:
Daniel		Hopkins	
82) Title:			
Senior Vice President of Finance and Treasurer			
Signature:			83) Date:
			07/21/2004

Assignee/Transferee Certification Statements

1) The Assignee or Transferee certifies either (1) that the authorization will not be assigned or that control of the license will not be transferred until the consent of the Federal Communications Commission has been given, or (2) that prior Commission consent is not required because the transaction is subject to streamlined notification procedures for <i>pro forma</i> assignments and transfers by telecommunications carriers. See <i>Memorandum Opinion and Order</i> , 13 FCC Rcd. 6293 (1998).
2) The Assignee or Transferee waives any claim to the use of any particular frequency or of the electromagnetic spectrum as against the regulatory power of the United States because of the previous use of the same, whether by license or otherwise, and requests an authorization in accordance with this application.
3) The Assignee or Transferee certifies that grant of this application would not cause the Assignee or Transferee to be in violation of any pertinent cross-ownership, attribution, or spectrum cap rule. *If the applicant has sought a waiver of any such rule in connection with this application, it may make this certification subject to the outcome of the waiver request.
4) The Assignee or Transferee agrees to assume all obligations and abide by all conditions imposed on the Assignor or Transferor under the subject authorization(s), unless the Federal Communications Commission pursuant to a request made herein otherwise allows, except for liability for any act done by, or any right accrued by, or any suit or proceeding had or commenced against the Assignor or Transferor prior to this assignment.
5) The Assignee or Transferee certifies that all statements made in this application and in the exhibits, attachments, or documents incorporated by reference are material, are part of this application, and are true, complete, correct, and made in good faith.
6) The Assignee or Transferee certifies that neither it nor any other party to the application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862, because of a conviction for possession or distribution of a controlled substance. See Section 1.2002(b) of the rules, 47 CFR § 1.2002(b), for the definition of "party to the application" as used in this certification.
7) The applicant certifies that it either (1) has an updated Form 602 on file with the Commission, (2) is filing an updated Form 602 simultaneously with this application, or (3) is not required to file Form 602 under the Commission's Rules.

Typed or Printed Name of Party Authorized to Sign

84) First Name: Douglas	MI: I.	Last Name: Brandon	Suffix
85) Title: Vice President			
Signature: Douglas Brandon			86) Date: 7/21/04
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

[illegible]

Lead Application Information

This application is one of four applications being filed in connection with the proposed assignment and partial assignment of certain A- and C- Block Personal Communications Services ("PCS") licenses by and/or between AT&T Wireless PCS, LLC ("AWP"), Triton PCS License Company L.L.C. ("Triton") and Lafayette Communications Company L.L.C. (collectively, the "Parties"). The Parties have designated the application being filed concurrently for the assignment of certain PCS license interests from AWP to Triton as the lead application for this transaction (*see* ULS File No. 0001810683). All exhibits relevant to the transaction, if not otherwise attached, are contained in the lead application and are incorporated herein by reference.

Request for Waiver of Section 1.913(b)

AT&T Wireless PCS, LLC ("AWP") and Triton PCS License Company, LLC ("Triton") hereby seek a waiver of Section 1.913(b) of the FCC's rules, 47 C.F.R. § 1.913(b), to permit this assignment application to be filed manually on FCC Form 603. As discussed in detail in Exhibit A, through this application and other related applications, AWP and Triton are seeking FCC approval to implement an exchange of certain licenses. As outlined in Exhibit A, the transaction involves four assignment applications that are being filed concurrently. The first application seeks approval to assign authorizations from AWP to Triton. The second application seeks approval to assign authorizations from Triton to AWP. The third application seeks approval to assign one license, WPOK658, from Lafayette Communications Company, LLC ("Lafayette") to Triton. The fourth application seeks approval to assign WPOK658 from Triton to AWP.

Because WPOK658 is not presently licensed to Triton in the Commission's Universal Licensing System, however, the parties have no means to file this application electronically. As described in Exhibit A, the proposed transaction involves steps that are interrelated, and the transaction is structured so that no one step can be consummated until the transaction as a whole is approved. Thus, the applications will need to be processed contemporaneously so that the transaction can close. Under these circumstances, and given that this assignment and the related transactions will yield significant public interest benefits, AWP and Triton respectfully request a waiver of Section 1.913(b) of the FCC's rules, to permit this assignment to be filed manually on FCC Form 603.¹ Grant of the requested waiver will further the public interest by permitting the underlying transaction to proceed expeditiously, resulting in increased competition and more efficient, seamless provision of services to customers, and by easing the administrative burden on the applicants, the FCC, and the public.

¹ See 47 C.F.R. § 1.3 (waiver justified where good cause is shown); 47 C.F.R. § 1.925(b)(3)(ii) (waiver appropriate where unique circumstances render application of the rule unduly burdensome or applicant has no reasonable alternative).